

# EXHIBIT D

**Resolutions Adopted by the Board of  
Managers of Ashley Energy, LLC**

**WHEREAS**, Ashley Energy, LLC (the “Company”) and Power Investments LLC (“Power”) (among others) were named as defendants in a lawsuit filed by SL EC LLC (“SL EC”) (among other), which is presently pending in the United States District Court for the Eastern District of Missouri, Cause No.: 4:18-CV-01377-JAR (the “SL EC Litigation”);

**WHEREAS**, the Company and Power, of which Mason Miller is a principal, are jointly represented by Armstrong Teasdale LLP (“Armstrong”) in the SL EC Litigation;

**WHEREAS**, the Company and Power are also jointly represented in the SL EC Litigation by Miller Edwards Rambicure PLLC (“Miller PLLC”) of which Mason Miller is a principal;

**WHEREAS**, on August 16, 2021, Power initiated an action against Cardinals Preferred, LLC (“Cardinals”), the Company’s majority unitholder (“Power Investments Litigation”);

**WHEREAS**, Armstrong is representing Power in the Power Investments Litigation;

**WHEREAS**, Armstrong’s representation of Ashley and Power in the SL EC Litigation and Power in the Power Investments Litigation against Cardinals raises questions regarding whether Armstrong can and should continue to serve as counsel to the Company;

**WHEREAS**, Miller PLLC’s representation of Ashley in the SL EC Litigation raises questions regarding whether Miller PLLC can and should continue to serve as counsel to the Company;

**WHEREAS**, the Board of Managers (the “Board”) believe it is in the best interest of the Company and all its unitholders to determine whether Armstrong and Miller PLLC, as counsel to the Company, can and should continue to represent Ashley;

**WHEREAS**, after a full and complete discussion, upon a motion duly made and seconded, it was resolved as follows:

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of the Company has determined that it is in the best interests of the Company and all its unitholders to, at the sole expense of the Company, retain independent counsel (“Special Counsel”) or other consultants and advisers necessary or appropriate, and to direct such counsel and advisers to take any action that it may consider necessary or appropriate to review, investigate and evaluate the claims and allegations asserted in the SL EC Litigation and the actions taken in connection with the SL EC Litigation, and to make a determination as to how the Company should proceed with respect to such matters and the claims and allegations asserted therein, including, but not limited to, whether Armstrong and Miller PLLC should continue to serve as counsel for the Company;

**RESOLVED FURTHER**, that the Board has determined that retention of Special Counsel is the best means of ensuring that the claims in the SL EC Litigation are investigated and evaluated efficiently and consistently on behalf of the Company and its unitholders, that Armstrong and

Miller PLLC are acting in the best interest of the Company and all its unitholders, and that the Company's advancement of legal expenses to defendants in the SL EC Litigation is appropriate, proper, authorized, and in the best interest of the Company;

**RESOLVED FURTHER**, the Board hereby authorizes the Special Counsel, to the fullest extent permitted by law, to take any and all actions it deems necessary or appropriate to accomplish its functions as set forth above including, without limitation:

- a. conducting interviews with any current or former employee, officer, director, agent or adviser of the Company, including its outside counsel, or any other person, as it may deem to be useful or appropriate;
- b. having full access to all information, including documents and electronic communications, of the Company (to the extent within the control of the Company, but with full authority to assert the Company's right to control such access) which the Special Counsel believes necessary or appropriate to assist him or her in their work; and
- c. communicate with the Company's attorneys, including Armstrong and Miller PLLC, and request from the Company's attorneys on behalf of the Company any and all information, documents, invoices, and communications as the Special Committee may deem appropriate;
- d. to recommend taking legal action on behalf of the Company as the Special Counsel may deem appropriate;

**RESOLVED FURTHER**, that the Board hereby directs and authorizes all employees, officers, managers, members, unitholders, agents and advisers of the Company to cooperate fully with the Special Counsel or any person employed or acting on its behalf, and to accord a high priority to all requests to assist the Special Counsel;

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